

WILMER, CUTLER & PICKERING

2445 M STREET, N. W.

WASHINGTON, D. C. 20037-1420

INTERNATIONAL TELEX: 440 239 WCPI LU

TELEX: 89-2402 WICRING WS

TELEPHONE 202 663-6000

EUROPEAN OFFICE

CARLTON GARDENS

PALL MALL

LONDON, SW1Y 5AA, ENGLAND

TELEPHONE 011-441-839-4466

TELEX: 8813918 WCPLON

TELETYPE: 839-3537

CABLE ADDRESS: WICRING LONDON

ALLEN H. HARRISON, JR.

DIRECT LINE (202)

663-6093

No. 7-289A016

OCT 16 1987

Date

Fee \$ 10.00 October 16, 1987

ICC Washington, D. C.

Dear Ms. McGee:

On behalf of PLM Equipment Growth Fund II, a California limited partnership, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two enclosed executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Purchase and Sale and Lease Assignment, executed October 15, 1987. The aforesaid document relates to that certain Lease of Railroad Equipment dated as of December 3, 1974, recorded with the Interstate Commerce Commission under Recordation No. 7909, and should be filed under the next available letter designation under Recordation No. 7909.

The parties to the enclosed document are:

TXL Properties Limited 85-109 - Assignor
One Embarcadero Center
San Francisco, California 94111

PLM Equipment Growth Fund II - Assignee
655 Montgomery Street
12th Floor
San Francisco, California 94111

The said document, among other things, is an assignment by TXL Properties Limited 85-109 of its total right, title and interest in, to and under the above-mentioned Lease of Railroad Equipment and the rolling stock covered thereby to PLM Equipment Growth Fund II.

The equipment covered by the document is all the equipment covered by the aforesaid Lease of Railroad Equipment as it may have been amended and supplemented.

A short summary of the document to appear in the ICC Index is as follows:

"Assigns all"

ICC OFFICE OF
THE SECRETARY
OCT 16 1 11 PM '87
NOTICE OPERATING UNIT

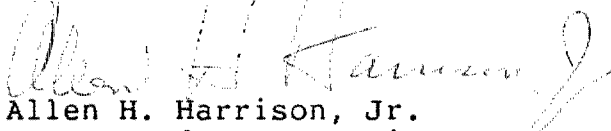
file under
7909
but not
under next
letter

Keenan Horton
C. Dean [Signature]

Enclosed is a check in the amount of ten dollars (\$10.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
Attorney for PLM Equipment
Growth Fund II for the
purpose of this filing

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures
AHH/plw

BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

10/16/87

Allen H. Harrison, Jr.
Wilmer Cutler & Pickering
2445 M. Street N.W.
Washington, D.C. 20037

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/16/87 at 1:20pm, and assigned recordation number(s). 7909-C & 14877-A

Sincerely yours,

Norita R. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

REGISTRATION NO. 7909
Filed 1425

OCT 16 1987-1 20 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM
OF
PURCHASE AND SALE
AND
LEASE ASSIGNMENT

The undersigned hereby confirm that (a) a Purchase and Sale Agreement, dated as of October 15, 1987, and (b) an Assignment and Assumption of Lease Agreement dated October 15, 1987, have been entered into whereby TXL Properties Limited 85-109, a California corporation ("Assignor") has sold, assigned, transferred and delivered to PLM Equipment Growth Fund II, a California limited partnership (i) all of Assignor's rights, title and interest to the Equipment (as defined below), and (ii) all of Assignor's right, title and interests, powers, privileges and other benefits in, under and to that certain Lease of Railroad Equipment, dated as of December 3, 1974, Interstate Commerce Commission recordation number 7909, and amended as of September 17, 1975, Interstate Commerce Commission recordation number 7909-A, between Armco Leasing Corporation ("Armco"), as owner, and Ohio Power Company, an Ohio corporation, as user, and that certain Assignment of Lease, dated as of December 31, 1985, Interstate Commerce Commission recordation number 7909-B, between Glenfed Financial Corporation (as successor in interest by merger to Armco), a California corporation, and Assignor, relating to one hundred fifty-eight (158) 100-ton, rotary coupled, 4,000 cubic feet, three pocket, open-top hopper cars manufactured by Bethlehem in 1974, bearing marks AEPX 851-987, AEPX 989-1002 and AEPX 1004-1010, inclusive, (the "Equipment") and all payments and other sums due and to become due thereunder.

TXL PROPERTIES LIMITED 85-109

By: Robert H. Bishop

Title: President

PLM EQUIPMENT GROWTH FUND II,
a California limited partnership

By: PLM Financial Services, Inc.
general partner

By: Robert A. Specchia

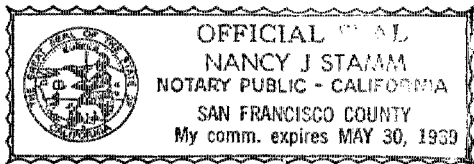
LEG-009B



STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On this 14th day of October, 1987, before me personally appeared Robert L. Bishop, to me personally known, who, being by me duly sworn, says that he is the President of TXL Properties Limited 85-109, that on this day he executed the foregoing Memorandum of Purchase and Sale and Lease Assignment, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Nancy J. Stamm
Notary Public

(seal)

My Commission Expires 5/30/89

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On this 15th day of October, 1987, before me personally appeared Robert S. Leichtner, to me personally known, who, being by me duly sworn, says that he is the Vice President of PLM Financial Services, Inc., that on this day he executed the foregoing Memorandum of Purchase and Sale and Lease Assignment, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(seal)

My Commission Expires June 18, 1990

Beverlee J. Priddy
Notary Public